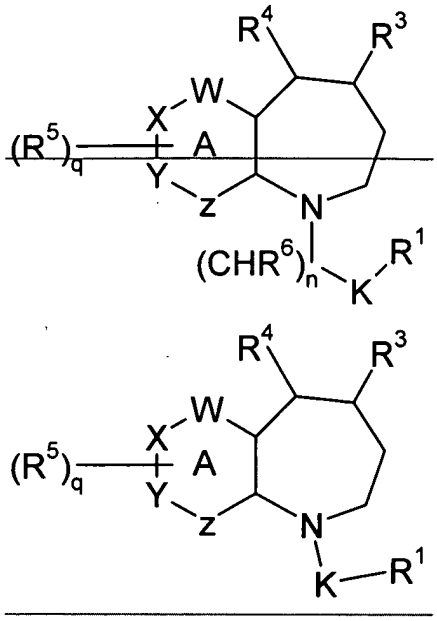
Amendments to the Claims

1. (currently amended) A compound of a formula below



wherein

~~n is 0, 1, 2, or 3;~~

q is 0, 1, or 2;

W, X, Y and Z are each independently CH, C, N, or S~~, or O~~ with appropriate single or double bonds and/or hydrogen atoms to complete valency requirements providing Ring A as a five or six member ring, wherein one of W, X, Y or Z may be absent, selected from pyridine, thiophene, or pyrazole;

K is a bond or C=O;

p is 0, 1 or 2;

R^1 is selected from a group consisting of hydroxy, hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, aryl, C_2-C_6 alkylalcohol, -OC_1-C_6 alkyl, -O-aryl, -OC_3-C_8 cycloalkyl, and NR^7R^8wherein each cycloalkyl and aryl is optionally substituted with C_0-C_6 alkyl$COOR^{11}$;

R^3 is hydrogen or C_1-C_6 alkyl;

R^4 is a group represented by the formula -NR^9R^{10};

R^5 is selected from the group consisting of hydrogen, halogen, hydroxy, C_1-C_6 alkyl, OC_1-C_6 alkyl, C_1-C_6 haloalkyl, and NR^7R^8~~, and CN~~;

R^7 and R^8 are independently ~~selected:~~ hydrogen or C_1-C_6 alkyl;

R^9 is selected from: COR^7, CO_2R^7, C_0-C_3 alkyl$CONR^7R^8$, C_0-C_3 alkyl$S(O)_pNR^7R^8$, or C_0-C_3 alkyl$S(O)_pR^7$, or tetrazole optionally substitute with one or two C_1-C_6 alkyl groups;

R^{10} is C_1-C_6 alkylaryl optionally substituted with 1-3 groups independently selected from C_1-C_6 alkyl, C_1-C_6 haloalkyl, halogen, or cyano;

R^{11} is hydrogen or C_1-C_6 alkyl;

or a pharmaceutically acceptable salt thereof.

2. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein n is 0, and wherein R^1 is ~~selected from~~ -C_1-C_6 alkyl~~,~~, or -OC_1-C_6 alkyl.

3. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^9 is tetrazole optionally substituted with one or two C_1-C_6 alkyl groups.

4. (canceled)

5. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein ~~n and~~ q are independently 0 or 1.

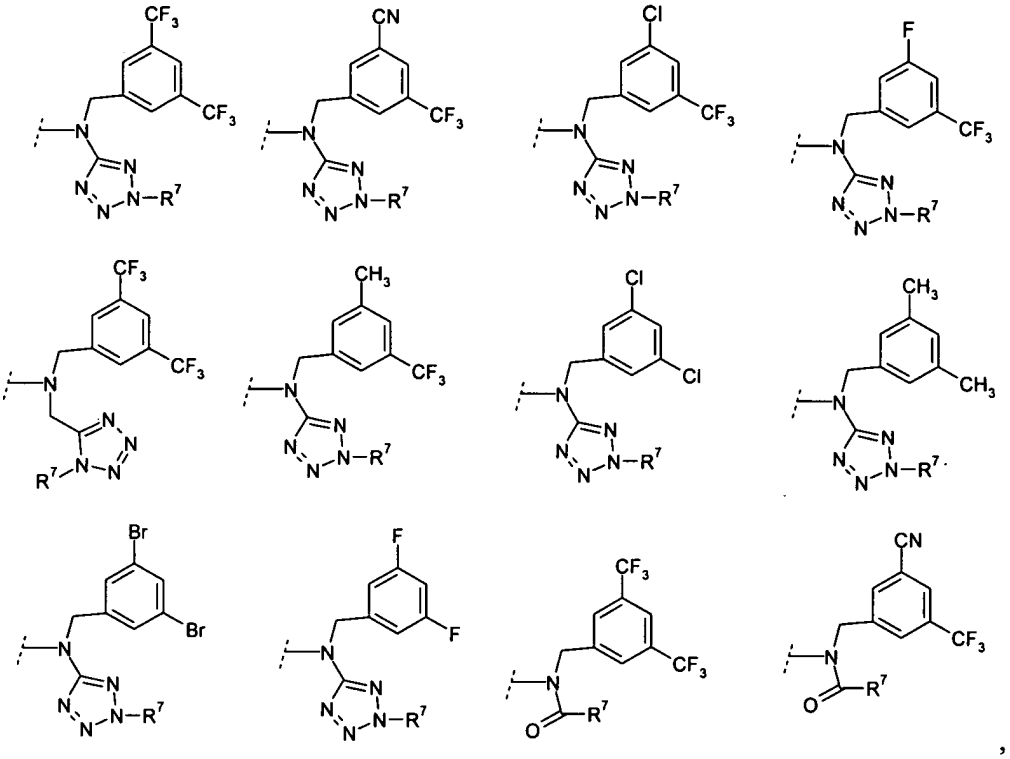
6. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein the A ring is pyridine or thiophene.

7. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein the A ring is pyridine.

8. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein the A ring is thiophene.

9. (canceled)

10. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein and R^4 is selected from the group consisting of:



wherein R^7 is C_1-C_6 alkyl.

11. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^9 is $COOR^7$.

12. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^9 is $CONR^7R^8$.

13. (previously presented) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^9 is $S(O)_2NR^7R^8$.

14. (currently amended) A compound selected from the group consisting of:
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-bromo-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-5,6,7,8-tetrahydro-pyrido[2,3-b]azepine-9-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[3,4-b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[4,3-b]azepine-1-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,

~~8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,~~

4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-1-methyl-4,5,6,7-tetrahydro-1H-1,2,8-triaza-azulene-8-carboxylic acid isopropyl ester,

9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-chloro–6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methoxy–6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-bromo-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-dimethylamino-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-cyano-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-methoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-ethoxy-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid isopropyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-*b*]azepine-5-carboxylic acid *tert*-butyl ester,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopentylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopropylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-3-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
3-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-3,3-dimethyl-pentanoic acid,
(4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-cyclohexyl)-acetic acid,
(3,5-Bis-trifluoromethyl-benzyl)-(5-ethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-thiophene-2-carboxylic acid,
2-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-ethanol,
(5-Benzyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(3,5-bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-(2-methyl-5-thiazol-2-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-amine,

9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid tetrahydro-furan-3-yl ester,

~~(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-carbamic acid methyl ester,~~

~~N-(3,5-Bis-trifluoromethyl-benzyl)-N-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-acetamide~~

or a pharmaceutically acceptable salt thereof.

15-16. (canceled)

17. (previously presented) A method of treating atherosclerosis comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt thereof to a patient.

18-20. (canceled)

21. (previously presented) A pharmaceutical composition comprising a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, and at least one of a carrier, diluent and excipient.

22-28. (canceled)

29. (previously presented) A method of raising plasma HDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound according to claim 1, or a pharmaceutically acceptable salt thereof to said mammal.

30. (previously presented) A pharmaceutical composition of claim 21 comprising one or more cardio protective agents selected from the group consisting of: statins, leptin, and lipid regulating agents.

31. (new) A method of treating a patient in need thereof for dyslipidemia comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt thereof to the patient.